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MJC
MICHAEL J. COOPER
ATTORNEY AT LAW

00 MAY -4 PM 1:56

321 N.W. 3RD AVENUE • OCALA, FLORIDA 34475 • TELEPHONE 352-732-3500 • FAX 352-351-3859

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 26, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-05/04/00--01069--005
*****78.75 *****78.75

RE: *Central Florida Residential Contracting, Inc.*

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above referenced corporation (including designation of Resident Agent) together with a check payable to your order in the amount of \$78.75 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	8.75
Filing fee for Certificate of Registered Agent	35.00
TOTAL:	\$ 78.75

Please return the certified copy of the Charter to me.

Thank you for your cooperation in this matter.

Sincerely yours,

Michael J. Cooper

MJC/slw

Enclosures

xc: Mr. Leonardo Martelli

CAZ\CLIENTS\MARTELL\BLUESKY.WPD\RRW

BH 5/8/00 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA RESIDENTIAL CONTRACTING, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is CENTRAL FLORIDA RESIDENTIAL CONTRACTING, INC. with a principal office and mailing address of 6945 SOUTHWEST HIGHWAY 200, OCALA, FLORIDA 34476.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The street address of the registered office of the corporation is: 6945 SOUTHWEST HIGHWAY 200, OCALA, FLORIDA 34476. The name of its initial Registered Agent is MICHAEL J. COOPER, whose address is: 321 NORTHWEST THIRD AVENUE, OCALA, FLORIDA 34475.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have THREE (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director(s) is/are:

LEONARDO MARTELLI, 13750 SOUTHWEST STATE ROAD 200, OCALA, FLORIDA 34476

CHRISTOPHER LESBIREO, 6 ROEBLING COURT, LEONARDO, NEW JERSEY 07737

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

LEONARDO MARTELLI, 13750 SOUTHWEST STATE ROAD 200, OCALA, FLORIDA 34476

ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 3rd day of ~~APRIL~~ MAY, 2000.


LEONARDO MARTELLI,
Incorporator

I, MICHAEL J. COOPER, accept the office of Registered Agent. I am located at 321 NORTHWEST THIRD AVENUE, OCALA, FLORIDA 34475, the registered office of this corporation.


MICHAEL J. COOPER,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

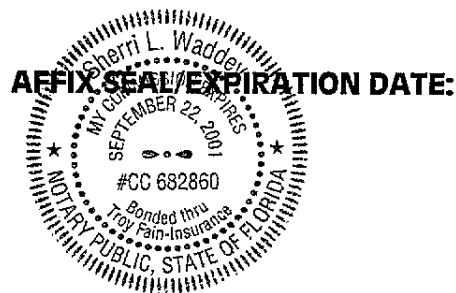
The foregoing instrument was acknowledged before me this 27th day of APRIL, 2000,
by **LEONARDO MARTELLI**, as Incorporator who:

- A) X is/are personally known to me OR
_____ who has/have produced a driver's license OR
_____ other identification:
B) X did OR _____ did not take an oath.

Sherril L. Waddey

Signature of Notary Public

Print Name: SHERRIL WADDEY



STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 27th day of APRIL, 2000,
by **MICHAEL J. COOPER**, as Registered Agent who:

- A) X is/are personally known to me OR
_____ who has/have produced a driver's license OR
_____ other identification:
B) X did OR _____ did not take an oath.

Sherril L. Waddey

Signature of Notary Public

Print Name: SHERRIL WADDEY

